

**ATTACHMENT 3**  
**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS**  
**ARTICLES OF INCORPORATION**

See attached.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 18, 2003

6276-792-8

MARIO MACRINA  
TULLET & TOKYO FOREX, INC.  
80 PINE ST  
NEW YORK, NY 10005

RE GAINS INTERNATIONAL (US) INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

6276-792-8  
**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

MAR 18 2003

**JESSE WHITE  
SECRETARY OF STATE**

This space for use by  
Secretary of State

Date 3-18-03

License Fee \$

Franchise Tax \$ 136.95

Filing Fee \$ 100.00

Penalties \$252.39

Approved: 489.34

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: GAINS INTERNATIONAL (US) INC. old

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: NEW YORK

(b) Date of Incorporation: 8/24/01

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

1 STATE STREET PLAZA NONE  
NEW YORK, NY 10004  
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.  
Registered Agent CT CORPORATION SYSTEM  
First Name Middle Name Last Name

Registered Office 208 SOUTH LA SALLE STREET  
Number Street Suite #  
CHICAGO, IL 60604 COOK  
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

NEW YORK STATE

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>GREGORY WASILEWSKI</u>			
Secretary				
Director	<u>GREGORY WASILEWSKI 40 GAINS INTL</u>	<u>1 STATE ST PLAZA</u>	<u>NY</u>	<u>10004</u>
Director	<u>WILLIAM HOLLIS</u>			
Director	<u>JOE CHAPMAN</u>			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

RESELLER OF COMMUNICATIONS SERVICES.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.01	100,000	100,000

9. Paid-in Capital: \$ 900,000  
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 1,500,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 100,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 10,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 950,000

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 1 STATE ST. PLAZA, NYC.
- (b) Number of shares of all classes owned by residents of Illinois: NONE
- (c) Number of shares of all classes owned by non-residents of Illinois: 100%
- (d) Is the corporation transacting business in this state at this time? YES
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: 7/1/02

- \* 12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 6, 2002 GAINS INTERNATIONAL (US) INC.  
(Month & Day) (Year) (Exact Name of Corporation)

attested by [Signature] [Signature]  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

LOUIS KATTIELKI by GREGORY WASILEWSKI - PRESIDENT  
(Type or Print Name and Title) (Type or Print Name and Title)

SECRETARY

- \* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- \*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**AUG 24 2001**



A handwritten signature in black ink, appearing to read "J. L. ...", followed by a long horizontal line.

*Special Deputy Secretary of State*

NCR - 26

1-010822000240

CERTIFICATE OF INCORPORATION

OF

GAINS INTERNATIONAL (U.S.) INC.

UNDER SECTION 402 OF THE  
BUSINESS CORPORATION LAW

FILED

AUG 22 9 43 AM '01

ICC

NEW YORK  
STATE  
FILED AUG 22 2001  
TAX \$  
BY: CS  
New York

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Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022

AUG 22 9 09 AM '01

DRAWDOWN

RECEIVED

010822000239

CERTIFICATE OF INCORPORATION  
OF

GAINS INTERNATIONAL (U.S.) INC.

Under Section 402 of the Business Corporation Law

The undersigned, being of the age of eighteen years or over for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

**FIRST:** The name of the corporation (hereinafter referred to as the "Corporation") shall be Gains International (U.S.) Inc.

**SECOND:** The purpose for which the Corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board agency or other body, without such consent or approval first being obtained.

**THIRD:** The office of the Corporation shall be located in the County of New York, State of New York.

**FOURTH:** The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1000) shares of Common Stock with one cent (\$0.01) par value.

**FIFTH:** The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is :

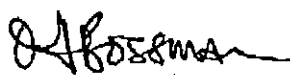
C/o National Corporate Research, Ltd.  
225 West 34<sup>th</sup> Street, Suite 910  
New York, NY 10122

**SIXTH:** No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided that nothing contained in this Article shall eliminate or limit the liability of any director if a judgment or final adjudication adverse to him, establishes that his acts or omissions were in bad faith, or involved intentional misconduct or a knowing violation of law that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the New York Business Corporation Law.

**SEVENTH:** The Corporation shall have the right to indemnify any and all directors and officers to the fullest extent permitted by the New York Business Corporation Law.

**EIGHTH:** Unless the Bylaws provide otherwise, action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is taken by holders of outstanding shares having not less than the minimum tender of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by each shareholder so consenting and included in the minutes or filed with the corporate records reflecting the action taken. Action taken in this manner is effective when the last shareholder signs the consent, unless the consent specifies a different effective date. A consent signed in this manner has the effect of a meeting vote and may be described as such in any document.

**IN WITNESS WHEREOF,** the undersigned has signed this certificate this 21st day of August, 2001.

  
\_\_\_\_\_  
Olajide Bossman, Incorporator  
Schulte Roth & Zabel, LLP  
919 Third Avenue  
New York, New York 10022

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